

Bylaws
The Middlebury Historical Society, Inc.
Middlebury, Connecticut
September 3, 2021

ARTICLE I
General Provisions

Section 1. **PURPOSE.** These bylaws supplement certain provisions of the Certificate of Incorporation of the Middlebury Historical Society, Inc. (the Corporation) and the Connecticut revised Non-Stock Corporation Act, as amended (the Act). References in these bylaws to provisions of the Act shall refer to any corresponding provisions under similar Connecticut law enacted after the date hereof. They are established under Connecticut General Statutes, Chapter 602, §33-1000 through 33-1240.

Section 2. **MISSION.** The mission of the Middlebury Historical Society, Inc., (the Society) is to preserve the history, artifacts and heritage of the Town of Middlebury, Connecticut (the Town) and to provide historical educational opportunities for the benefit of the citizens of said town.

Section 3. **PARLIAMENTARY AUTHORITY.** The rules contained in the most current edition of Roberts' Rules of Order shall govern all proceedings of the Society, to the extent consistent with these bylaws.

Section 4. **SEAL OF THE CORPORATION.** The seal of the Corporation shall be circular in form, bearing the inscription: "Middlebury Historical Society, Inc., Connecticut."

Section 5. **FISCAL YEAR.** The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December of each year, until altered with cause, by the Board of Directors (the Board).

Section 6. **PUBLICATIONS.** Publications and Reports bearing the Corporation's name shall be issued under the supervision of the Board of Directors. Any material concerning the activities of the Corporation or of any of its committees, which is prepared by any member for publication, shall be approved by the Board of Directors, if such publication or report shall represent directly or indirectly, the opinion or policy of the Corporation.

<p>Article II</p> <p>Classes of Membership</p>
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Section 1. **LIFE MEMBERS.** Life Members shall consist of those persons elected as such by the Board of Directors of the Corporation, in accordance with the Certificate of Incorporation. Life Members shall be exempt from any assessment of dues. Life Members may attend all meetings of the members of the Corporation but shall have no voting rights. Life Members may also qualify as members of another class by fulfilling the qualifications and paying the dues as assessed of such other class.

Section 2. **INDIVIDUAL MEMBERS.** Individual Members shall consist of those persons eighteen years of age and over, who have paid the current annual membership dues. Individual members may attend all meetings of the members of the Corporation and shall have the right to vote thereat on all matters submitted to vote of the members. Annual dues for the Class shall be set from time to time by the Board of Directors.

Section 3. **JUNIOR MEMBERS.** Junior Members shall consist of those persons under eighteen years of age who have paid the current annual Junior membership dues, as established from time to time by the Board of Directors. Junior Members may attend all meetings of the Corporation but shall have no voting rights.

Section 4. **INSTITUTIONAL MEMBERS.** Institutional Members shall consist of any corporation, board, school or library or other organization, whose desire it is to foster the ideals of the Society through its contributory membership. Dues for this Class shall be set from time to time by the Board of Directors. Dues for Institutional Members may vary according to a schedule set by the Board of Directors. Institutional Members are welcome to send representatives to each meeting of the Corporation, one of whom shall have the right to vote thereat on behalf of said Institutional Members on all matters submitted to vote at said meeting.

Section 5. **SUSTAINING MEMBERS.** Sustaining Membership shall consist of any individual, group or institution offering special support to the objectives of the Corporation, in accordance with a schedule of goals or contributions fixed from time to time by the Board of Directors. Sustaining Members may attend all meetings of the Corporation and shall have the right to vote thereat on all matters submitted to a vote of the members. Sustaining Members shall be limited to a single vote, irrespective of holding membership in another Class.

Section 6. **HONORARY MEMBERS.** Honorary Members may be elected from time to time, upon recommendation of the Board of Directors, in accordance with the Certificate of Incorporation. Honorary Members may attend all meetings of the Corporation but shall have no voting rights, unless they are represented by an additional Class of membership, holding such rights.

Section 7. **MEMBERSHIP DUES.** Dues shall be set for each dues-paying Class of membership from time to time by the Board of Directors. They shall be due and payable on the first day of the Fiscal Year, as defined in Article I, section 5 of these bylaws. All

payments made in the three months prior to the commencement of the fiscal year shall be considered as applied to the succeeding year. Annual membership shall commence upon payment of dues and shall continue until the end of the fiscal year. Thereafter, membership will terminate unless said dues are paid within the time allowed by the Board but may be reinstated at a later date, upon acceptance by the Corporation of payment of then current dues.

<p style="text-align: center;">Article III Meetings of Members</p>
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Section 1. ANNUAL MEETINGS. The Annual Meeting of the Corporation shall be held at such time and place as shall be determined by the Board of Directors, customarily between March 1 and April 30 of each year, for the purpose of electing officers and directors to serve until the next Annual Meeting and to transact such other business as may properly come before the meeting. Failure to hold any Annual Meeting for just cause, as herein provided, shall in no way affect the validity of any corporate action and a substitute meeting may be called in the same manner as provided above.

Section 2. REGULAR MEETINGS. Regular meetings of the members shall be held during the months of March, May, September and November each year, at such time and place as determined by the Board, for the transaction of such business as may properly come before the members.

Section 3. SPECIAL MEETINGS. Special meetings of the membership may be called at any time by the President or by a majority of the Board. It shall also be the duty of the Secretary to call a special meeting upon the written request of not less than one-tenth (1/10) of the members entitled to vote at said meeting and stating the express purpose thereof. A notice of such special meeting, stating the time, place and purpose, shall be given in the same manner as prescribed for the Notice of Annual Meeting, as stated in the following section.

Section 4. NOTICE OF MEETINGS. Written notice of the time and place and purpose of all Annual and regular meetings shall be given by the Secretary or President, not less than seven (7) days prior to the date of the meeting to each members of the Corporation, by delivering such notice personally, or by e-mail, or by delivery of a copy of the Call to the Meeting to the Member's residence, or principal place of business, or by mailing said copy, addressed to the Member, at his or her last known post office address, as it appears on the books of the Corporation.

Section 5. QUORUM. At all meetings of the Members, a quorum shall consist of those members present in person or represented by duly authorized proxy Those present at any duly called Meeting may vote to adjourn the Meeting to a later time and or place without further notice, the Actions of the Meeting to which adjournment it taken shall be valid, as if taken in the first instance. An affirmative vote at a meeting of the Members duly held, and at which a quorum is present, shall be considered as the Act of the Membership.

Section 6. PROXIES. Any member may, by written Proxy, authorize an Agent, Officer or other Member to vote on his or her behalf, at all meetings. Such proxy shall be deemed in effect for an eleven month period from the date authorized, or longer as specified, unless rescinded in writing by the Member.

Section 7. ACTION BY CONSENT. Any action which could be taken at a meeting of Members may also be taken, without a meeting, by unanimous consent thereto, of all Members entitled to vote, as evidenced by signed writings submitted to the Secretary.

Section 8. VOTING. At any meeting called for the purpose of electing Officers and/or Directors, at which no candidate receives a majority of the vote on the first ballot, there shall be a second ballot between the two candidates for such office, who received the greatest number of votes on said first ballot.

<p style="text-align: center;">Article IV Board of Directors</p>
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Section 1. AUTHORITY AND COMPOSITION. The property and affairs of the Corporation shall reside under the care and management of a Board of Directors, consisting of the Officers of the Corporation and up to six (6) At Large directors, all of whom shall be Members or become Members within six (6) months after their election. Said Directors shall hold office until the next Annual Meeting or the expiration of their term or until their respective successors are duly elected.

Section 2. ELECTION. Each At Large director shall serve for a period of three years (3) and/or until his or her successor is duly elected. The terms of At Large Directors shall be staggered, such that one-third of their number shall be elected each year. The requirement for staggered terms may be waived by the Board of Directors, if the Board consists of less than six (6) At Large directors. Each Officer member shall be elected for a term of one (1) year and/or until his or her successor is duly elected.

Section 3. VACANCIES. Any vacancy on the Board of Directors may be filled for the unexpired portion of the term, by a majority vote of the remaining members of said Board. Any Member so elected by the Board shall hold office until the next Annual Meeting, upon the election of his or her successor.

Section 4. MEETINGS OF THE BOARD. Regular meetings of the Board are held monthly throughout the year, excepting July and August, at such time and place as set by the Board. A regular meeting of the Board may be held immediately following the Annual Meeting of members, at the same location. Special meetings of the Board may be held at the call of the President or, in his or her absence, the Vice-president. The President shall call a Special Meeting of the Board upon request, in writing, of two (2) or more Directors. Notice of meeting shall be given by mail, e-mail or verbally, at least two (2) business days prior to such Special Meeting and will include the reason for such meeting to be called.

Section 5. QUORUMS. A majority of the total number of Board members shall constitute a quorum for voting purposes and a majority vote of Directors present at such meeting at

which a quorum at any given meeting, those Directors present may adjourn said meeting, from time to time until a quorum is present. The actions of the meeting to which adjournment is taken shall be valid as if a quorum had been present in the first instance. If a quorum is present, business may be transacted without further action.

Section 6. ACTION BY CONSENT. Any action which could be taken at a regular meeting of the Board may also be taken without a meeting, by the unanimous consent thereto of all members of the Board, evidenced by signed writings or by e-mail submitted to the Secretary.

Section 7. REMOVAL OF DIRECTORS. Any Director may be removed from office by a two-thirds vote of the membership, at a Special Meeting called for such purpose, provided such removal is approved by an affirmative vote of the majority of the entire Board. Removal of an Officer, as outlined in Article V, section 7 of these bylaws, shall also constitute removal of the individual as a Director.

The following section is cut and pasted from the former bylaws, but there was different numbering, so I renumbered. I do not have these last articles from Ray Sullivan – do they exist?

ARTICLE V Officers

SECTION 1. Number and Election. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as may from time to time be elected or appointed by members or by the Board of Directors, such other officers to have such powers to perform such duties as may be determined by the Board of Directors. The named officers shall be elected by the members by majority vote at the annual meeting of members [present] and shall hold office for one year and until [they are re-elected] or their successors are elected. In the case of the death, resignation, or removal from office of any officer, the Board of Directors may elect a successor, to hold office until the next annual meeting and until his or her successor shall be elected. (No person shall serve as President or Vice President for more than three consecutive terms.)

SECTION 2. President. The President shall be the chief executive of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors at which he or she is present. (He) [The president] shall have the general powers and duties usually vested in the office of president of a corporation, including the appointment of committees as he or she may deem appropriate or as the Board of Directors may authorize or as may be otherwise required.

SECTION 3. Vice President. The Vice President shall work and cooperate with the president in the exercise of the powers and duties of the president as the president may

request from time to time and shall act in place of and for the president in event of the latter's absence.

SECTION 4. Secretary. The Secretary shall attend the meetings of the members and directors and shall record in the record book of the corporation the proceedings of the members and directors at their respective meetings. He or she shall maintain membership records, shall notify the members and directors of their respective meetings in accordance with these By-Laws and shall perform such other duties as are usually incident to his or her office or as the Board of Directors shall from time to time prescribe.

SECTION 5. Treasurer. The Treasurer shall have the custody of all funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Directors may choose; he or she shall collect all dues and other income; he or she shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Board of Directors; he or she shall at all reasonable times keep his or her books and accounts open to any director or member of the Corporation and shall be prepared to give financial reports as the Board of Directors may require; and he or she may be required by the Board of Directors to give surety company fidelity bond.

SECTION 6. Vacancies. Any vacancy in any office of the Corporation may be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of Directors. Any officer so elected by the Board shall hold office until the next annual meeting of the members of the Corporation and until election of his or her successor. In the case of the absence of any officer, or for any reason, the inability of an officer to act, the Board of Directors may appoint one of its members to perform the duties of such officer during the period of his or her absence or inability to act.

SECTION 7. Removal. Any officer may be removed from office by affirmative vote of two-thirds of the total number of members entitled to vote at a special meeting of the members called for such purpose, provided such removal is approved by affirmative vote of a majority of the total Board of Directors. Removal of an officer shall also constitute removal of that person as a member of the Board of Directors.

<p style="text-align: center;">ARTICLE VI Committees</p>
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SECTION 1. Standing Committees. The Corporation (shall) [may] have the following Standing Committees with the duties set forth after their names:

(a) Library Committee. The Library Committee shall be responsible for collecting, cataloging, the care, arrangement and repair of books, manuscripts, newspapers, and other historical source material.

(b) Museum Committee. The Museum Committee shall be responsible for: collecting, cataloging, cleaning, repair, and storage of historic objects; arranging museum exhibits, and the correct historical interpretation of these exhibits; and the care and upkeep of museum quarters.

(c) Publication Committee. The Publication Committee shall be responsible for: finding ways and means for publishing joint or individual research studies; newsletter to members, a quarterly bulletin, or books; publicity; and staging radio and television programs.

(d) Historic Sites Committee. The Historic Sites Committee shall be responsible for: establishing the historic validity for sites proposed for marking; marking historic sites; and arranging historical tours.

(e) Program Committee. The Program Committee shall be responsible for: arranging suitable programs; and setting time, place and date of meetings.

(f) Membership Committee. The Membership Committee shall be responsible for membership drives and processing new candidates for membership.

(g) Nominating Committee. The Nominating Committee shall be responsible for making nominations for officers and members of the Board of Directors. Each member who is entitled to notice of the annual meeting, shall also be notified that he or she may suggest (one person for nomination) [nominees] to each office open to election at the meeting, and that such suggestions should be sent to the Nominating Committee. The Nominating Committee shall then take these suggestions into account in proposing a slate of nominees.

SECTION 2. Appointment and Removal. The President shall appoint all members of the Standing Committees who shall serve at the pleasure of the Board of Directors. The President shall likewise designate the committee member who will act as chairman.

SECTION 3. Special Committees. Special Committees may also be appointed by the President as required and for such terms as necessary to carry out the purposes of the Corporation. Members of such Special Committees shall likewise serve at the pleasure of the Board of Directors.

<p style="text-align: center;">ARTICLE VII</p>

<p style="text-align: center;">Miscellaneous</p>

SECTION 1. Parliamentary Authority. The rules contained in “Robert’s Rules of Order” shall govern the proceedings of the Society to the extent consistent with these By-Laws.

SECTION 2. Seal. The seal of the Corporation shall be circular in form bearing the inscription “Middlebury Historical Society, Inc., Connecticut.”

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December of each year, until changed by the Board of Directors.

SECTION 4. Publications. Publications and reports bearing the Corporation's name shall be issued under the supervision of the Board of Directors. Any material concerning the activities of the Corporation or of any of its committees which is prepared by any member for publication shall be approved by the Board of Directors, if such publication or report shall represent, directly or indirectly, the opinion or policy of the Corporation.

ARTICLE VIII

Protection of Officers and Directors

SECTION 1. Limitation of Liability. No Director shall be liable to this Corporation except for his or her own acts, neglects and defaults in bad faith. No Directors shall be liable out of his or her or her personal assets for any obligation or liability incurred by the Corporation or by the Directors. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

SECTION 2. Indemnification. The Corporation shall have full power of indemnification as to each officer and Director and any other person entitled thereto under such circumstances as such indemnification may be permitted under the Connecticut Non-Stock Corporation Act as presently enacted and as hereafter amended, and under any other applicable law or regulation.

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

SECTION 1. No member, officer, member of the Board of Directors or person having any personal or private interest, directly or indirectly, in the activities, affairs, assets or property of the Corporation, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of actual expenses incurred on behalf of the Corporation and such reasonable compensation for services actually rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

ARTICLE X

Amendments

SECTION 1. (a) By Directors. The By-Laws of the Corporation may be altered, amended or repealed at any meeting of the Directors of the Corporation by a majority vote of the total number of Directors (hips), provided that a statement of such proposed alteration, amendment or repeal has been included in the notice of the meeting.

(b) Any proceedings had, or steps taken, pursuant to the By-Laws as made, amended or repealed by action of the Directors prior to ratification or rejection by action of the members shall nevertheless be valid in all respects.

SECTION 2. By Members. The By-Laws of the Corporation may be altered, amended or repealed at any meeting of the members of the Corporation by a majority vote of the total membership entitled to vote, provided that a statement of such proposed alteration, amendment or repeal has been included in the notice of the meeting. Action of the members in making, amending or repealing By-Laws shall prevail over any inconsistent action previously taken by the Directors; but any proceedings had or steps taken pursuant to the By-Laws made, amended or repealed by action of the Directors prior to inconsistent action by the members shall be valid in all respects.

